



## DECLARATION AND POWER OF ATTORNEY

We, **STEPHEN D. TILEY** and **RODNEY S. SMITH** respectively declare:

We are citizens of the United States of America and are residents of Carlisle and Boiling Springs, County of Cumberland, Commonwealth of Pennsylvania, whose post-office addresses are 6 Todd Road, Carlisle, Pennsylvania 17013 and 1109 Kuhn Road, Boiling Springs, Pennsylvania 17007-9631, respectively.

We believe ourselves to be the original, first and joint inventors of the improvement entitled "**METHOD OF INDUCING A PURCHASER TO VISIT A RETAIL OUTLET AT A REMOTE LOCATION AND OF INDUCING A RETAIL OUTLET TO ACT AS SUCH A REMOTE LOCATION**" described and claimed in United States Patent Application Serial No. 09/707,185 filed November 6, 2000.

We have reviewed and understand the contents of the specification, including the claims.

That this application claims the benefit of the following earlier filed United States Provisional Patent Application Serial No. 60/163,642 filed November 4, 2000; U.S. Provisional Application No. 60/167,160 filed November 23, 1999; U.S. Provisional Application No. 60/173,739 filed December 30, 1999 and U.S. Provisional Application No. 60/193,525 filed March 31, 2000.

That, as to the subject matter of this application which is common to said provisional patent application, we do not know and do not believe that the same was ever known or used in the United States before our invention thereof; or patented or described in any printed publication in any country before our invention thereof or more than one year prior to said provisional patent application; or in public use or on sale in the United States more than one year prior to said provisional patent application.

That said common subject matter has not been patented or been made the subject of an inventor's certificate before the date of said provisional patent application in any country foreign to the United States on an application filed by us or our legal representatives or assigns more than twelve months prior to said provisional patent application.

That the first filed application for patent or inventor's certificate on said invention set forth in said provisional patent applications filed by us or our legal representatives or assigns in any country foreign to the United States is: none.

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As to the subject matter of this application which is not common to said provisional patent application, we do not know and do not believe that the same was ever known or used in the United States before our invention thereof; or patented or described in any printed publication in any country before our invention or more than one year prior to the date of this application; or in public use or on sale in the United States more than one year prior to the date of this application.

That said subject matter of this application which is not common to said provisional patent application has not been patented or made the subject of an inventor's certificate in any country foreign to the United States on an application filed by us or our legal representatives or assigns more than twelve months prior to the date of this application.

That the first filed application for patent or inventor's certificate on said invention set forth in this application filed by us or our legal representatives or assigns in any country foreign to the United States is: none.

We acknowledge our duty to disclose information of which we are aware which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a), including matters as occurred between the filing date of our said provisional patent application and the filing date of this application.

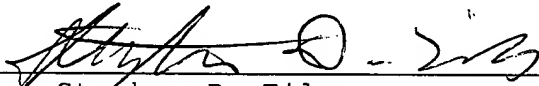
We declare further that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

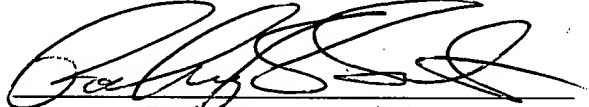
We hereby appoint Frederick B. Ziesenheim, Registration No. 19,438; William H. Logsdon, Registration No. 22,132; Russell D. Orkin, Registration No. 25,363; David C. Hanson, Registration No. 23,024; Richard L. Byrne, Registration No. 28,498; Kent E. Baldauf, Registration No. 25,826; Barbara E. Johnson, Registration No. 31,198; Paul M. Reznick, Registration No. 33,059; John W. McIlvaine, Registration No. 34,219; Blynn L. Shideler, Registration No. 35,034; Julie W. Meder, Registration No. 36,216; Lester N. Fortney,

Registration No. 38,141; Randall A. Notzen, Registration No. 36,882; James G. Porcelli, Registration No. 33,757; Kent E. Baldauf, Jr., Registration No. 36,082; Christian E. Schuster, Registration No. 43,908; Thomas J. Clinton, Registration No. 40,561; Dean E. Geibel, Registration No. 42,570; Nathan J. Prepelka, Registration No. 43,016; Jessica M. Sosenko, Registration No. 47,102; Kirk M. Miles, Registration No. 37,891; and J. Matthew Pritchard, Registration No. 46,228, whose post-office address is 700 Koppers Building, 436 Seventh Avenue, Pittsburgh, Pennsylvania 15219-1818, Telephone No. 412-471-8815, our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith, to amend the specification, to appeal in case of rejection, as they may deem advisable, to receive the patent when granted and generally to do all matters and things needful in the premises, as fully and to all intents and purposes as we could do.

**All correspondence and telephone calls should be addressed to James G. Porcelli.**

We hereby subscribe our names to the foregoing specification and claims, declaration and power of attorney this 2<sup>nd</sup> day of MARCH, 2001.

  
Stephen D. Tiley

  
Rodney S. Smith